

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

OLIN CORPORATION

Plaintiff,

v

FISONS PLC, NOR-AM CHEMICAL
COMPANY, AMERICAN BILRITE INC.
THE BILRITE CORPORATION,
AND JOHNS DOES,

Defendants.

Civil Action
No. 93-11166-WF

DECLARATION OF
JOHN M. BAILEY

JOHN M. BAILEY, being duly sworn deposes and says:

1. I am Group Secretary for Fisons plc ("Fisons"). I make this affidavit, based upon my own personal knowledge, in support of Fisons' motion to dismiss the complaint against it in the above-captioned action on grounds of lack of personal jurisdiction.

2. Fisons is a United Kingdom corporation with its principal place of business in Ipswich, England.

3. All of Fisons' business is conducted in England. Fisons does not own real estate in the United States, does not conduct business in the United States, does not produce products that are sold in the United States, and except where it has specifically consented to jurisdiction, is not subject to

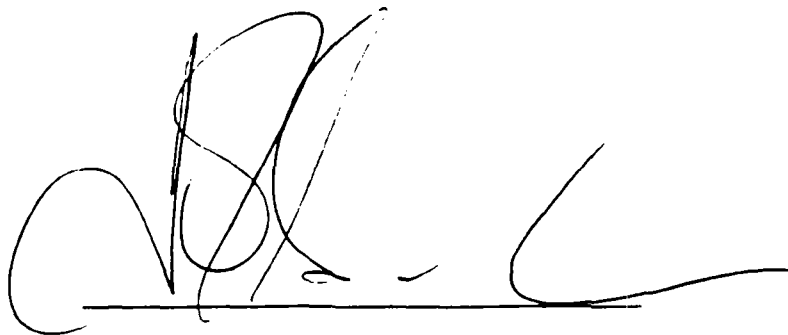


jurisdiction in the United States.

4. Fisons is not authorised to and does not do business in the Commonwealth of Massachusetts. It neither owns nor ever has owned any real property in Massachusetts. Fisons has no offices, telephone listing, mailing address, or bank account in Massachusetts. It pays no taxes and solicits no business in Massachusetts. No member of Fisons' Board of Directors is resident or domiciled in Massachusetts.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 2nd day of August 1993.

A handwritten signature in black ink, appearing to be 'J. M. Bailey', written over a horizontal line.

JOHN M. BAILEY

A long, horizontal, handwritten signature or flourish in black ink.